

**Exhibit 7  
to the  
Declaration of Steve Gallant**



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September 6, 2007

Via E-Mail

Steven M. Gallant  
Associate General Counsel  
Maritz Inc.  
1375 N. Highway Dr.  
Fenton, MO 63099

Charles A. Weiss  
Bryan Cave LLP  
One Metropolitan Square  
211 North Broadway, Suite 3600  
St. Louis, MO 63102-2750

**Re: Master Services Agreement dated April 17, 2006 (the "Agreement") between  
Visa U.S.A. Inc. and Maritz Inc., d/b/a Maritz Loyalty Marketing**

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Dear Steve and Charlie:

This confirms our several telephone discussions over the last few weeks concerning proceeding with a negotiation session between the parties in an attempt to resolve the dispute and then, if necessary, with a mediation. (This updates my earlier letter to you of August 31, 2007 on the same subject.)

The negotiation session will include an October 15 meeting at my firm's offices in San Francisco (235 Montgomery Street, 17<sup>th</sup> floor.) We have agreed to the following structure for the meeting (time periods are suggestions, not hard and fast limits):

- Opening presentations (3 hours, 15 minutes)
  - Visa (90 minutes)
  - (15 minute break)
  - Maritz (90 minutes)
- Lunch break and internal discussions (90 minutes)
- Questions posed to Presenter(s) (90 minutes)
  - Maritz Questions on Visa Presentation (30 minutes)
  - Visa Questions on Maritz Presentation (30 minutes)

**Exhibit 7**



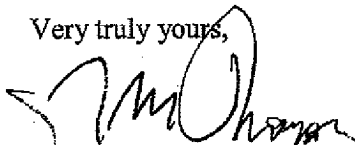
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- 30 minute break
- Optional Rebuttals (one hour)
  - Visa (30 minutes)
  - Maritz (30 minutes)
- Adjourn, with senior business representatives and lawyers remaining to discuss resolution and next steps.

As we have confirmed previously, our clients have agreed that the direct business negotiations would precede the mediation process and that both sides will have the confidentiality protections of California Evidence Code section 1115 *et seq.*, until the conclusion of the mediation.

The mediation, if necessary, is scheduled for November 7 and, if necessary 8, in Chicago before Bill Hartgering at JAMS.

Very truly yours,



Roderick M. Thompson

RMT:avd

cc: Jonathan Lemberg

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